FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB Number: Expires: MAY 31, 2008 Estimated average burden Estimated average 5......16.00

PROCESSED MAY 072008 E

NOTICE OF SALE OF SECRE PURSUANT TO REGULATION **SECTION 4(6), AND/OR** THOMSON REUTERS UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix DATE RECEIVED

•••	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Investment in the Series A Convertible Patricipating Preferred Stock of GXStudios, Inc.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	08049698
GXStudios, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
245 Elm Street, New Haven, CT 06520	(318) 780-0257
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Development and implementation of a multiplayer social gaming platform devoted to bringing campuses and other affinity groups worldwide.	g custom-tailored online games to college
Type of Business Organization Corporation Imited partnership, already formed business trust Imited partnership, to be formed	lease specify):
Actual or Estimated Date of Incorporation or Organization: O 7 O 7 Actual Estin Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D of 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

,		A. BASIC IDE	NTIFICATION DATA		
2. Enter the information rec	uested for the fol	lowing:		-	
• Each promoter of the	ne issuer, if the iss	uer has been organized wi	thin the past five years;		
Each beneficial own	er having the powe	er to vote or dispose, or dir	ect the vote or disposition (of, 10% or more of a	a class of equity securities of the issuer.
Each executive office	cer and director of	f corporate issuers and of o	corporate general and man	aging partners of p	artnership issuers; and
 Each general and m 	anaging partner of	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
T= .					
Full Name (Last name first, if Hargreaves, Brad	individual)				
Business or Residence Addres c/o GXStudios, Inc., 245 l	s (Number and Elm Street, New	Street, City, State, Zip Co Haven, CT 06520	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Brimer, Matthew	individual)				
Business or Residence Addres c/o GXStudios, Inc., 245 E			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Silverman, Isaac	findividual)		,		
Business or Residence Addres c/o GXStudios, Inc., 245 E		Street, City, State, Zip Co Haven, CT 06520	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Mehra, Sean	f individual)				
Business or Residence Addres			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Reitman, Jeffrey	f individual)				
Business or Residence Addresc/o GXStudios, Inc., 245	ss (Number and Elm Street, New	Street, City, State, Zip Co v Haven, CT 06520	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it WGI Group, LLC	f individual)				
Business or Residence Addre 213 N. Aurora Street, Su	ss (Number and ite 100, Ithaca,	Street, City, State, Zip Co NY 19850	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i Googel, Daniel B.	f individual)				
Business or Residence Addre c/o Easton Capital Partne		Street, City, State, Zip Covenue, New York, NY			
	(Use bla	ink sheet, or copy and use	additional copies of this s	sheet, as necessary)	

,		, ,			B. II	NFORMATI	ION ABOU	T OFFERI	NG	<u> </u>			
1.	Has the	issuer solo	l, or does th	ne issuer ir	ntend to se	ll, to non-a	ccredited i	nvestors in	this offeri	ng?		Yes	No E
	Answer also in Appendix, Column 2, if filing under ULOE.												
2.	What is	the minim	um investn	ent that w	ill be acce	pted from a	ny individ	ual?				\$	
3.	Does the	e offering	permit joint	t ownershi	n of a sing	le unit?						Yes	No ⊠
3. 4.												اسا	<u>~</u>
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Ful	l Name (I	ast name	first, if indi	ividual)									
Bus	siness or l	Residence	Address (N	umber and	l Street, Ci	ity, State, Z	ip Code)						
Nai	me of Ass	ociated Bi	oker or De	aler									
Sta			Listed Has										
	(Check	"All States	s" or check	indiviđual	States)			***************************************		***************************************		☐ A!	l States
	AL	AK	AZ	AR	CA	CO	[CT]	DE	(DC)	FL	GA	HI	ĪD
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI		MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH		OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (l	Last name	first, if indi	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	Sity, State, 2	Zip Code)						
Na	me of Ass	sociated Bi	roker or De	aler		,							***
Sta			Listed Has										
	(Check	"All States	s" or check	individual	States)					,		☐ Al	I States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	ĪA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE)	NV GD	NH	NJ	NM COTT	NY	NC)	ND NZ	OH WV	OK WI	OR WY	PA PR
Eul	RI L Name (1	SC set name	SD first, if indi	TN ividual)	TX	(UT)	VT	VA]	WA			(W.I.)	
1 (1)	i ivanic (i	gast name	mst, mma	1110001)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Na	me of Ass	sociated Bi	roker or De	aler									
Sta	tes in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	-					
	(Check	"All State:	s" or check	individual	States)							☐ Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH) TN	NJ TX	NM UT	NY) VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	arready exchanged.	Aggregate		Amount Already
	Type of Security	Offering Price		Sold
	Debt	S	_ ;	s
	Equity	<u> </u>	_ :	s
	Common Preferred			375,000.00
	Convertible Securities (including warrants)	375,000.00	_ :	\$
	Partnership Interests	S		
	Other (Specify)	S	_ :	s
	Total			
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	5		\$_375,000.00
	Non-accredited Investors			s
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504			\$
	Total			\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees]	s
	Printing and Engraving Costs]	s _
	Legal Fees]	\$ 42,000.00
	Accounting Fees]	s
	Engineering Fees		3	\$
	Sales Commissions (specify finders' fees separately)	_	1	\$
	Other Expenses (identify)		- 1	\$
	Total	_	- 1	\$ 42,000.00

	and total expenses furnished in response to P	ate offering price given in response to Part C — art C — Question 4.a. This difference is the "adj	usted gross	\$333,000.00
5.	each of the purposes shown. If the amour	cross proceed to the issuer used or proposed to at for any purpose is not known, furnish an ese total of the payments listed must equal the adjust of Part C — Question 4.b above.	timate and	
			Payments to Officers, Directors, & Affiliates	
	Salaries and fees		• • • • • • • • • • • • • • • • • • • •	+

	Purchase, rental or leasing and installation		···········	_ U*
	and equipment		[]\$	🗆 \$
	Construction or leasing of plant buildings	and facilities	<u>" \$</u>	[] S
	Acquisition of other businesses (including offering that may be used in exchange for issuer pursuant to a merger)		s	□s
		***************************************		_
			 _	_ 🗆 🕏
	Column Totals		\$ 0.00	☑ \$ 333,000.00
	Total Payments Listed (column totals adde	ed)(b	💆 S_	333,000.00
; .	de la companya de la	ि है एक्किक्टिक्किक्टाक मेर्च	The state of the s	er en
sig	ature constitutes an undertaking by the issue	d by the undersigned duly authorized person. It er to furnish to the U.S. Securities and Exchan non-accredited investor pursuant to paragraph	fthis notice is filed under R ge Commission, upon writ	
Issi	er (Print or Type)	Signature	Date	
G>	Studios, Inc.	n/lly_	- April 25, 200	8
	ne of Signer (Print or Type) 1 Hargreaves	Title of Signer (Print or Type)	•	

-- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	is styllism workship.			·
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No X	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) GXStudios, Inc.	Signature	Date April 23 , 2008
Name (Print or Type)	Title (Print or Type)	<u> </u>
Brad Hargreaves	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		A. BASIC II	DENTIFICATION DATA		
2. Enter the information re	quested for the fol	llowing:			
Each promoter of t	he issuer, if the iss	suer has been organized	within the past five years;		
Each beneficial own	ner having the pow	er to vote or dispose, or o	lirect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
			f corporate general and ma		
		f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i Goodhart, Jonah	f individual)				
Business or Residence Addre c/o WGI Group, Inc., 213	ss (Number and N. Aurora Stree	Street, City, State, Zip (et, Suite 100, Ithaca,	Code) NY 19850		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Easton Capital Partners,					
Business or Residence Addre 767 Third Avenue, New Y		Street, City, State, Zip (Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Easton New Media Partn	f individual) ers, LLC		 		
Business or Residence Addre 767 Third Avenue, New Y			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	··	•		
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)	· -		···	
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	r Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		***		
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		-
	(Use bla	ank sheet, or copy and u	se additional copies of this	sheet, as necessary	7)

APPENDIX									
1	Intend to non-a investor	to sell ceredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pui	investor and rchased in State C-Item 2)		Disquali under Sta (if yes, explana waiver ((Part E-	fication te ULOE attach tion of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA					!				
СО									
СТ		×	\$375,000	2	\$15,000.00	0			×
DE									
DC									
FL									
GA									
ні									
ID									
lL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA							<u> </u>		
MI									
MN									
MS									

APPENDIX 4 3 2 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of Type of investor and to non-accredited offering price waiver granted) amount purchased in State offered in state investors in State (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors Amount Yes No Investors Amount State MO MT NE NV NH NJ NM \$375,000 3 X \$360,000.00 NY NC ND OH OK OR PA RI SC SD TN TX UT VT VAWA wv WI

			,	APP	ENDIX				
1		2	3		5 Disqua	lification			
	Intend to sell to non-accredited investors in State (Part B-Item 1)		credited offering price in State offered in state		Type of investor and amount purchased in State (Part C-Item 2)			under St (if yes, explan waiver	ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

